

RESOLUTION NO. 004-23

**A RESOLUTION APPROVING THE EXECUTION OF A
SCHEDULE WITH AMERICAN MUNICIPAL POWER, INC. (AMP) FOR
PARTICIPATION IN THE COMMUNITY ENERGY SAVINGS SMART
THERMOSTAT PROGRAM; AND DECLARING AN EMERGENCY**

WHEREAS, the City of Napoleon, Ohio (“Municipality”) owns and operates an electric utility system for the sale of electric power and associated energy for the benefit of its citizens and taxpayers; and,

WHEREAS, American Municipal Power, Inc. (“AMP”) is an Ohio nonprofit corporation, organized to own and operate facilities, or to provide otherwise, for the generation, transmission or distribution of electric power and energy, or any combination thereof, and to furnish technical services on a cooperative, nonprofit basis, for the mutual benefit of AMP members (“Members”), such Members, including Municipality, being, as of the date hereof, political subdivisions that operate, or whose members operate, municipal electric utility systems in Delaware, Indiana, Kentucky, Maryland, Michigan, Ohio, Pennsylvania, Virginia and West Virginia; and,

WHEREAS, AMP and Municipality have entered into a Master Services Agreement, AMP Contract No. C-11-2005-4440, pursuant to which AMP provides certain services to Municipality as set forth in various schedules to the Master Services Agreement (the “Schedules”); and,

WHEREAS, AMP and EnergyHub, Inc. (“EnergyHub”) will enter or have entered into an agreement (the “EH Agreement”) to provide Software as a Service (“SaaS”) and program management services in order to provide a thermostat-based demand management program that has the advantages to participating AMP Members of economies of scale, mitigation of risk from local technology deployment and support, and reduced burden of ongoing support; and,

WHEREAS, AMP and Municipality desire to enter into a Schedule (“Smart Thermostat Schedule”), under the MSA, which provides that AMP will obtain and sell to Municipality, and Municipality will agree to take and pay for the services which AMP will acquire through the EH Agreement; **Now Therefore**,

BE IT RESOLVED BY THE COUNCIL OF THE CITY OF NAPOLEON:

Section 1. That, the Smart Thermostat Schedule between Municipality and AMP, substantially in the form attached hereto or on file with the Clerk, including Appendices thereto, are approved, and the City Manager of Napoleon, Ohio is hereby authorized to execute and deliver the Smart Thermostat Schedule, with such changes as the City Manager may approve as neither inconsistent with this Resolution nor materially detrimental to the Municipality, the execution of the Smart Thermostat Schedule to be conclusive evidence of such approval.

Section 2. That, the City Manager is hereby authorized to take any action necessary for Municipality to fulfill its obligations under the Smart Thermostat Schedule.

Section 3. That, it is found and determined that all formal actions of this Council concerning and relating to the passage of this Resolution were taken in conformance with

applicable open meetings laws and that all deliberations of this Council and of any committees that resulted in those formal actions were in compliance with all legal requirements including any applicable open meetings requirements.


Section 4. That, if any section, subsection, paragraph, clause or provision or any part thereof of this Resolution shall be finally adjudicated by a court of competent jurisdiction to be invalid, the remainder of this Resolution shall be unaffected by such adjudication and all the remaining provisions of this Resolution shall remain in full force and effect as though such section, subsection, paragraph, clause or provision or any part thereof so adjudicated to be invalid had not, to the extent of such invalidity, been included herein.

Section 5. That, this Resolution is declared to be an emergency measure necessary for the immediate preservation of the public peace, health or safety of the City and its inhabitants, and for the further reason that this legislation must be in effect at the earliest possible time to assure the prompt and efficient conduct of the municipal operations related to public peace, health or safety of the City; therefore, provided it receives the required number of votes for passage as emergency legislation, it shall be in full force and effect immediately upon its passage; otherwise, it shall be in full force and effect at the earliest time permitted by law. Further, the Emergency Clause is necessary to transfer the funds in a timely manner, and for further reasons as stated in the Preamble hereof.

Passed: 2-20-23


Joseph D. Bjalorueki, Council President

Approved: 2-20-23


Jason P. Maassel, Mayor

VOTE ON PASSAGE 7 Yea 0 Nay 0 Abstain

Attest:

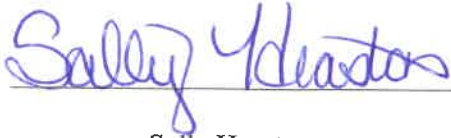

Marrison Flogaus, Clerk of Council

I, Marrison Flogaus, Clerk of Council for the City of Napoleon, do hereby certify that the foregoing Resolution No. 004-23 was duly published in the Northwest Signal, a newspaper of general circulation in said City, on the 25 day of February, 2023; & I further certify the compliance with rules established in Chapter 103 of the Codified Ordinances Of Napoleon Ohio and the laws of the State of Ohio pertaining to Public Meetings.


Marrison Flogaus, Clerk of Council

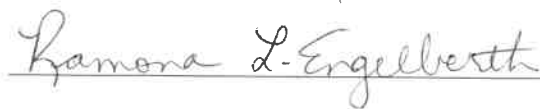
STATE OF OHIO
COUNTY OF HENRY

Sally Heaston, being first duly sworn, says that she is the General Manager of The Northwest Signal a daily newspaper, published and of general circulation in the county of Henry aforesaid, and that the annexed notice was published in one issue in said paper, publishing on the 25th of February, 2023.



Sally Heaston

Subscribed and sworn to before me this 26th day of February, 2023.



Notary Public

Ramona L. Engelberth

PUBLISHERS FEE: \$133.00
NOTARY FEE: \$4.00



Ramona L. Engelberth
Notary Public, State of Ohio
My Commission Expires:
11-JUL-2027

**Summary of Ordinance No.001-23 and
Resolution No. 004-23**

**(PURSUANT TO ARTICLE II, SECTION 2.15 OF THE CITY
CHARTER, CHAPTER 121 OF THE CODE OF ORDINANCES
AND COUNCIL RULE 6.2.4.1, AS WELL AS APPLICABLE
PROVISIONS OF ORC CHAPTER 731)**

NOTICE

A copy of the complete text of the above named Ordinance(s) and Resolution(s) are on file in the office of the City Finance Director and may be viewed or obtained during business hours of 7:30 AM to 4:00 PM, Monday through Friday, at the office of the Finance Director, the location being 255 West Riverview Avenue, Napoleon, Ohio. A copy of all or part of the above named Ordinances and Resolutions, or any item mentioned in this notice, may be obtained from the City Finance Director upon the payment of a reasonable fee therefore.

Ordinance No. 001-23

An Ordinance allowing ODOT to work inside City limits for the St. Rte. 108 roundabout project; and declaring an Emergency in this legislation, the City of Napoleon allowed ODOT to work on the St. Rte. 108 roundabout project within City limits.

Resolution No. 004-23

A Resolution approving the execution of a Schedule with American Municipal Power, Inc. (AMP) for participation in the Community Energy Savings Smart Thermostat Program; and declaring an Emergency

In this legislation, the City of Napoleon approved participation in the AMP Community Energy Savings Smart Thermostat Program.